

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

RECORDATION NO. 23288 FILED

DEC 27 '00 2:49 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

December 27, 2000

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Amtrak Trust HS-EDC-2

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment dated as of December 27, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor :	Amtrak Trust HS-EDC-2 c/o Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19801
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue, N.E. Washington, D.C. 20002

A description of the railroad equipment covered by the enclosed document is:

One electric locomotive AMTK 663

Mr. Vernon A. Williams  
December 27, 2000  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease between Amtrak Trust HS-EDC-2, Owner  
Trustee, Lessor, and National Railroad Passenger Corporation, Lessee,  
covering one electric locomotive AMTK 663.

Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

AMTRAK TRUST HS-EDC-2

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST HS-EDC-2) dated as of December 27, 2000, between AMTRAK TRUST HS-EDC-2, a Delaware business trust (the "Trust") (the "Lessor"), all of the activities of which shall be conducted by Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as trustee for the Trust (the "Owner Trustee"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

SURFACE TRANSPORTATION BOARD

DEC 27 '00 2:49 PM

RECORDATION NO. 23288 FILED

WHEREAS, Lessor and Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust HS-EDC-2) dated as of December 15, 2000 (the "Lease") as supplemented by that certain Lease Supplement No. 1 (Amtrak Trust HS-EDC-2) dated December 27, 2000 ("Supplement No. 1") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK TRUST HS-EDC-2

By: Wilmington Trust Company, not in its  
individual capacity, but solely as Owner  
Trustee

By: \_\_\_\_\_

Name: **PATRICIA A. EVANS**  
Title: **Senior Financial Services Officer**

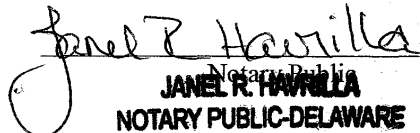
NATIONAL RAILROAD PASSENGER  
CORPORATION

By: \_\_\_\_\_

Name:  
Title:

STATE OF DELAWARE       )  
                                          ) ss.:  
COUNTY OF NEW CASTLE   )

On this 12<sup>th</sup> day of December, 2000 before me personally appeared PATRICIA A. EVANS, to me personally known, who, being by me duly sworn, says that he/she is the Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on behalf of said Wilmington Trust Company, as trustee on behalf of AMTRAK TRUST HS-EDC-2, by authority of Wilmington Trust Company's Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Wilmington Trust Company.

  
Notary Public  
**JANEL R. HAWILLA**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires February 2, 2001**

My Commission Expires: \_\_\_\_\_

DISTRICT OF COLUMBIA   )  
                                          ) ss.:  
                                          )

On this \_\_\_\_ day of December, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is the \_\_\_\_\_ of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

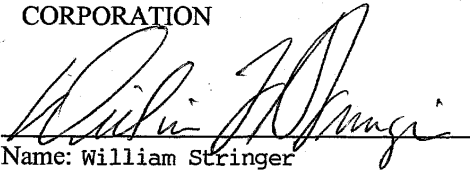
IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

AMTRAK TRUST HS-EDC-2

By: Wilmington Trust Company, not in its  
individual capacity, but solely as Owner  
Trustee

By: \_\_\_\_\_  
Name:  
Title:

NATIONAL RAILROAD PASSENGER  
CORPORATION

By:   
Name: William Stringer  
Title: Acting Treasurer

STATE OF DELAWARE       )  
                                          ) ss.:  
COUNTY OF NEW CASTLE   )

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is \_\_\_\_\_ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

DISTRICT OF COLUMBIA   )  
                                          ) ss.:  
                                          )

On this 5 day of DEC, 2000, before me personally appeared WM. STINGER, to me personally known, who, by me being duly sworn, says that he/she is the ACT. MGR. of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires: 2-14-05

**AMTRAK TRUST HS-EDC-2**

Schedule A to  
Memorandum of Lease

**(AMTRAK TRUST HS-EDC-2)**

**DESCRIPTION OF UNITS-LOCOMOTIVE**

<b><u>Equipment Type</u></b>	<b><u>Amtrak Equipment Numbers</u></b>
One (1) Dual Cab, High Horsepower Electric Locomotive:	
Locomotive	AMTK 663